



February 11, 2014

Mr. Stephen Sinding  
Environmental Cleanup and Brownfields Program Manager  
Pennsylvania Department of Environmental Protection  
2 East Main Street  
Norristown, PA 19401

Re: Notice of Assumption of Liabilities – former Sunoco Philadelphia Refinery at  
3144 West Passyunk Ave., Philadelphia, PA

Dear Mr. Sinding:

As set forth in the Buyer-Seller Consent Order and Agreement dated August 14, 2012 (“Buyer-Seller Agreement”), Sunoco, Inc. (R&M) previously operated the refinery located at 3144 Passyunk Avenue, Philadelphia, PA (the “Philadelphia Refinery”). A portion of the Philadelphia Refinery designated as “Point Breeze” was acquired as part of a transaction with Atlantic Richfield Company in approximately September of 1989, thereafter owned by Atlantic Refining & Marketing Corp. (an affiliate of Sunoco, Inc. (R&M)), and leased to and operated by Sunoco, Inc. (R&M). A portion of the Philadelphia Refinery designated as “Girard Point” was acquired in approximately August of 1994 and was thereafter owned and operated by Sunoco, Inc. (R&M). The Philadelphia Refinery (both Point Breeze and Girard Point) is currently owned and operated by Philadelphia Energy Solutions LLC (“PES”), with Sunoco, Inc. holding a minority equity interest in PES and an independent party holding the remainder of the equity interest.

In response to the Department’s request during our meeting at your office on January 27, 2014, we are providing formal notice that on November 15, 2013, “Philadelphia Refinery Operations, a series of Evergreen Resources Group, LLC, a Delaware limited liability company,” (“Evergreen”) was formed under the laws of the State of Delaware, assigned EIN #46-4184955, and funded with a capital contribution of estimated future investigatory and/or remedial costs as determined by a third party independent consulting firm. In return, on December 17, 2013, Evergreen agreed to assume any liabilities of Sunoco, Inc. (R&M) and Atlantic Refining & Marketing Corp. related to the time periods specified above and arising from, or relating to, any environmental condition at, on, in, under or migrating to or from the Philadelphia Refinery and existing or occurring on, or prior to December 30, 2013, except any losses related to product liability, asbestos, private party environmental or silica.

Evergreen also agreed to manage the investigation, assessment and remediation activities relating to the presence or release of hazardous substances at the Philadelphia Refinery attributable to Sunoco, Inc. (R&M) and/or Atlantic Refining & Marketing Corp. for the time periods specified above. Evergreen's approach to managing these activities will be consistent with Sunoco's past practices as described in further detail in the Act 2 Notice of Intent to Remediate ("NIR") dated October 12, 2006, the Work Plan for Site Wide Approach Under the One Cleanup Program ("Site Wide Approach Work Plan") dated September 16, 2011, and the Buyer-Seller Agreement. Additionally, Evergreen's technical team managing the activities will remain the same and, as such, Jim Oppenheim will continue as the primary contact from Evergreen for the activities described in this letter. However, please direct all future correspondence and notices, to the extent that they relate to the activities described in this letter and such correspondence and/or notices previously would have been sent to Sunoco, to Evergreen at:

Philadelphia Refinery Operations, a series of Evergreen Resources Group, LLC  
2 Righter Parkway, Suite 200  
Wilmington, Delaware 19803  
Attn: Jim Oppenheim  
Office: 302-477-0192  
E-mail: [jroppenheim@evergreenresmgt.com](mailto:jroppenheim@evergreenresmgt.com)

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Scott T. Cullinan".

Scott T. Cullinan, PE  
President, Philadelphia Refinery Operations,  
a series of Evergreen Resources Group, LLC

cc: Paul Gotthold (EPA Region III)  
C. David Brown (PADEP) (via e-mail)  
Wm. Stanley Sneath (PADEP) (via e-mail)  
Walter Payne (PADEP) (via e-mail)  
David Burke (PADEP) (via e-mail)  
Kathy Nagle (PADEP) (via e-mail)  
Steve O'Neil (PADEP) (via e-mail)  
Jim Oppenheim (Evergreen) (via e-mail)  
Arnnie Dodderer (Sunoco) (via e-mail)  
Kevin Dunleavy (Sunoco) (via e-mail)  
Joseph Roberts (Sunoco) (via e-mail)  
Chuck Barksdale (PES) (via e-mail)